

UNITED STATES BANKRUPTCY COURT
DISTRICT OF OREGON

In re) Case No. _____
)
) NOTICE OF **PRELIMINARY**
) HEARING ON MOTION
) FOR USE OF CASH COLLATERAL
) TO OBTAIN CREDIT
Debtor(s)) (Check One)

YOU ARE NOTIFIED THAT:

1. The undersigned moving party, _____, filed a Motion For Use of Cash Collateral To Obtain Credit (*check one*). A copy of the motion is attached; and it includes BOTH (i) the statement required by [Local Form #541.7](#), and (ii) the following allegations:

a. The immediate and irreparable harm that will come to the estate pending a final hearing is _____.

b. The amount of cash collateral credit (*check one*) necessary to avoid the harm detailed above prior to the final hearing is _____.

2. The name and service address of the moving party's attorney (or moving party, if no attorney) are: _____.

3. A **PRELIMINARY** HEARING on the motion WILL BE HELD ON _____ AT _____
IN _____.

Testimony will be received if offered and admissible.

4. If you WISH TO OBJECT to the motion, YOU MUST DO ONE OR BOTH OF THE FOLLOWING: (1) ATTEND the preliminary hearing; AND/OR (2) FILE with the Clerk of Court (i.e., if the 5-digit portion of the Case No. begins with "3" or "4", mail to 1001 SW 5th Ave. #700, Portland OR 97204; OR if it begins with "6" or "7", mail to 405 E 8th Ave #2600, Eugene OR 97401), BOTH: (a) a written response, which states the facts upon which you will rely, AND (b) a certificate showing a COPY of the response was given DIRECTLY TO the Judge, and served on the U.S. Trustee and the party named in pt. 2 above. See [Local Form #541.51](#) for details.

5. On _____ copies of BOTH this notice AND the motion were served pursuant to FRBP 7004 on the debtor(s); any debtor's attorney; any trustee; any trustee's attorney; members of any committee elected pursuant to 11 U.S.C. §705; any Creditors' Committee Chairperson [or, if none serving, on all creditors listed on the list filed pursuant to FRBP 1007(d)]; any Creditors' Committee attorney; the U.S. Trustee; and all affected lien holders whose names and addresses used for service are as follows:

Signature

(If debtor is movant) Debtor's Address & Taxpayer ID#(s) (last 4 digits)

David A. Foraker, OSB #812280
Greene & Markley, P.C.
1515 SW Fifth Avenue, Suite 600
Portland, OR 97201
Telephone: (503) 295-2668
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Attorneys for Debtor

UNITED STATES BANKRUPTCY COURT
DISTRICT OF OREGON

In re)	
)	Case No. 11-62723
Olsen Agricultural Enterprises LLC,)	
an Oregon limited liability company,)	Chapter 11
)	
Debtor.)	DEBTOR'S MOTION FOR
)	AUTHORIZATION TO USE CASH
)	COLLATERAL ON INTERIM AND
)	FINAL BASIS
)	
)	EXPEDITED HEARING REQUESTED
)	

Olsen Agricultural Enterprises LLC (the "Debtor"), as debtor in possession, hereby moves this Court for entry of interim and final orders authorizing it to use cash collateral for the purposes and on the terms set forth herein.

Concise Statement Pursuant to Bankruptcy Rule 4001(b)(1)(B)

The Debtor seeks authorization to use cash collateral for working capital and other general corporate purposes until a plan is confirmed and becomes effective. The Debtor further requests that the Court conduct a preliminary hearing on this motion and authorize it to use up to \$450,000 of cash collateral on an interim basis to fund expenditures in accordance with the cash collateral budget attached hereto as Exhibit A (the "Interim Budget") so as to insure that it is able to continue business as usual, and thereby avoid immediate and irreparable harm to the

1 estate, pending a final hearing on this motion.

2 The creditors whose interests may be affected by the Debtor's use of cash collateral are:
 3 (a) Rabo Agrifinance, Inc. ("Rabo"); (b) BFS International, LLC ("BFS"); (c) United States of
 4 America, acting by and through the Internal Revenue Service (the "IRS"); (d) Ledeboer Seed,
 5 LLC ("Ledeboer"); and (e) Callisons, Inc. d/b/a I.P. Callisons and Sons ("Callisons"). The
 6 adequate protection being offered to these creditors for the Debtor's use of cash collateral is (i)
 7 replacement liens on the Debtor's postpetition personal property (each a "Replacement Lien"
 8 and collectively the "Replacement Liens"), in each case limited to the same kinds or categories
 9 of property that such creditor had a lien on or security interest in as of the Petition Date (as
 10 defined below), with the Replacement Liens to have the same relative priorities vis-a-vis each
 11 other as the prepetition liens and security interests have to each other, and (ii) to the extent a
 12 Replacement Lien proves to be inadequate to protect against any diminution in the value of a
 13 creditor's interest in the Debtor's prepetition property resulting from the Debtor's postpetition
 14 use of cash collateral, such creditor will be entitled to an allowed administrative expense claim
 15 under section 503(b) of the Bankruptcy Code that will have superpriority as provided in section
 16 507(b) of the Bankruptcy Code and will be secured by an additional perfected lien on all
 17 property of the estate (real and personal, tangible and intangible), whenever acquired or arising,
 18 other than claims and causes of action of the estate arising under Chapter 5 of the Bankruptcy
 19 Code, subject only to (A) any and all validly perfected security interests and liens extant as of
 20 the Petition Date, (B) the Replacement Liens, and (C) any liens on property of the estate
 21 hereafter granted under section 364(d) of the Bankruptcy Code to a DIP lender.

22 In support of this motion, the Debtor represents:

23 Background

24 1. On June 1, 2011 (the "Petition Date"), the Debtor filed herein a voluntary petition
 25 under Chapter 11 of the Bankruptcy Code. The Debtor is continuing in the management and
 26 possession of its business and properties as debtor in possession under sections 1107 and 1108 of

1 the Bankruptcy Code. As of the date hereof, no trustee or examiner has been requested or
 2 appointed in this case, and the United States trustee has not appointed an official committee of
 3 creditors.

4 2. The Debtor operates an agricultural enterprise on approximately 7,762 acres of
 5 owned and leased land located in Benton, Linn and Polk Counties. Its business is comprised
 6 principally of three divisions: (a) Olsen Seed Company, which produces and sells a variety of
 7 grass seed and grains on approximately 5,934 acres; (b) Olsen Agriculture, which grows and
 8 sells peppermint, nursery stock, squash, hazelnuts and blueberries on approximately 1,334 acres;
 9 and (c) Olsen Family Vineyards, which grows a variety of grapes on approximately 494 acres
 10 and produces and sells quality wines under the "Viridian" label as well as private labels. As of
 11 the date hereof, the Debtor has 45 employees, including management personnel.

12 3. The Debtor is the surviving entity of a merger transaction that was consummated
 13 on June 1, 2011. In the merger transaction, Olsen Agricultural Company, Inc., an Oregon
 14 corporation ("OAC"), Jenks-Olsen Land Co., an Oregon general partnership ("JOLC"), Olsen
 15 Vineyard Company, LLC, an Oregon limited liability company ("OVC"), and The Olsen Farms
 16 Family Limited Partnership ("OFFLP") were merged with and into the Debtor. OAC, JOLC,
 17 OVC and OFFLP were co-borrowers under the term loan made by AXA Equitable Life
 18 Insurance Company, and OAC, JOLC and OVC were co-borrowers under the line of credit loans
 19 made by Rabo Agrifinance, Inc. In connection with the merger transaction, other related parties
 20 that pledged real estate collateral to support the line of credit loans agreed to contribute such
 21 property to the Debtor in exchange for the right to receive ownership interests in the Debtor.

22 4. For the fiscal year ended December 31, 2010, OAC reported total revenues of
 23 \$6,428,880 and a net loss of (\$5,791,310). At the time of the merger, on a consolidated basis,
 24 the books and records of OAC, JOLC and OVC reflected assets totaling approximately \$29.8
 25 million and liabilities totaling approximately \$37.2 million. The fair market value of the
 26 Debtor's assets is significantly greater than their book values, particularly in the case of fixed

1 assets. The fair market value of the Debtor's assets, on a going concern basis, is approximately
2 \$50 million.

3 5. The following creditors have or may claim to have an interest in the Debtor's
4 existing cash collateral (as defined in section 363(a) of the Bankruptcy Code) and/or in the
5 Debtor's accounts, payment intangibles, farm products or inventory that will be collected or sold
6 by the Debtor postpetition in the ordinary course of business:

7 (a) Rabo, which has a blanket security interest in and trust deed liens on
8 essentially all of the Debtor's assets, pursuant to a security agreement dated February 19, 2008,
9 and later dated deeds of trust, to secure a line of credit loan in the approximate amount of
10 \$15,580,000;

11 (b) BFS, which has a security interest in the Debtor's accounts and payment
12 intangibles, pursuant to an assignment and security agreement dated January 19, 2009, to secure
13 a claim of \$21,134.58 or less;

14 (c) The IRS, which has a statutory lien on all of the Debtor's personal
15 property, pursuant to federal tax lien notices filed with the Oregon Secretary of State on January
16 8, 2010 and on January 14, 2011, to secure 941 tax claims in the total approximate amount of
17 \$122,000;

18 (d) Ledeboer, which has a security interest in certain of the Debtor's grass
19 seed and in all accounts and general intangibles that arose out of a sale or other disposition of
20 such grass seed, pursuant to a security agreement dated January 4, 2011, to secure a claim of
21 \$20,000; and

22 (e) Callisons, which has (i) a security interest in the Debtor's 2011
23 peppermint crops, pursuant to a crop production loan and security agreement dated February __,
24 2011, to secure a claim of \$425,432, and (ii) a statutory agricultural services lien on the Debtor's
25 2011 peppermint crops, pursuant to an ASL-1 lien notice filed with the Oregon Secretary of
26 State on May 19, 2011, to secure a claim of \$308,559.43 (which is included in the claim

described in clause (i) above).

Jurisdiction

6. This Court has jurisdiction over this matter pursuant to 28 USC §§ 157 and 1334 and LR 2100.1. Consideration of this motion constitutes a core proceeding within the meaning of 28 USC § 157(b)(2)(M). The statutory predicates for the relief sought by this motion are sections 105, 361 and 363 of the Bankruptcy Code. Venue is proper under 28 USC § 1408.

Relief Requested

7. By this motion, the Debtor seeks entry of (i) an interim order authorizing it to use up to \$450,000 of cash collateral on an interim basis to fund expenditures in accordance with the Interim Budget pending a final hearing on this motion, approving the adequate protection offered in the Concise Statement above, and scheduling a final hearing on this motion and directing the manner in which notice thereof must be given to parties in interest, and (iii) a final order authorizing it to use cash collateral for working capital and other general corporate purposes, without any budgetary restrictions and subject only to the maintenance of the adequate protection offered herein, until a plan is confirmed and becomes effective or until the Court enters an order conditioning or terminating the Debtor's authorization.

Points and Authorities

8. The Debtor needs the immediate ability to use cash collateral for, among other things, continuing the operation of its business in an orderly manner, making deposits with utility service providers, paying payroll and other postpetition operating expenses, and satisfying other working capital and operational needs. Absent authority to use cash collateral, the Debtor will have to curtail or terminate its business operations to the detriment of all parties in interest.

9. The Debtor requires the immediate authority to use up to \$450,000 of cash collateral on an interim basis to insure that it is able to continue business as usual, and thereby avoid immediate and irreparable harm to the estate, pending a final hearing on this motion.

10. Under section 363(c)(2) of the Bankruptcy Code, the bankruptcy court may

1 authorize a debtor in possession to use cash collateral as long as the secured creditors affected
2 consent to such use or their interests are adequately protected. *See, e.g., In re Mellor*, 734 F2d
3 1396, 1400 (9th Cir 1984).

4 11. The Debtor's use of cash collateral will not harm the interests of the creditors
5 whose interests might be affected by such use if such creditors are granted the liens and provided
6 the other forms of adequate protection offered by the Debtor herein.

7 Disclosure Pursuant to Local Court's Guidelines

8 12. The adequate protection offered by the Debtor in this motion does not violate any
9 of the Guidelines Regarding Motions to Use Cash Collateral set forth in LBF 541.7.

10 Notice

11 13. Notice of this motion has been given to, among other parties, (i) Rabo and its
12 attorneys, (ii) BFS, (iii) the IRS, through the United States Attorney for the District of Oregon,
13 the Attorney General of the United States at Washington, D.C. and the IRS Special Procedures
14 Unit, (iv) OVS, (v) Ledebor, (vi) the United States trustee, and (vii) the creditors holding the 20
15 largest unsecured claims. Further notice is impractical in the circumstances. The Debtor
16 submits that the foregoing constitutes good and sufficient notice and that no other or further
17 notice need be given in the circumstances.

18 WHEREFORE, the Debtor requests entry of an order granting the relief requested herein
19 and such other and further relief as is appropriate.

20 Dated: June 1, 2011.

21 Greene & Markley, P.C.

22
23 By /s/ David A. Foraker
24 David A. Foraker, OSB #812280
25 Attorneys for Debtor
26

Weekly Budget for Olsen Agriculture LLC

	Week beginning															
	1 30-May-11	2 6-Jun-11	3 13-Jun-11	4 20-Jun-11	5 27-Jun-11	6 4-Jul-11	7 11-Jul-11	8 18-Jul-11	9 25-Jul-11	10 1-Aug-11	11 8-Aug-11	12 15-Aug-11	13 22-Aug-11	14 29-Aug-11	15 5-Sep-11	16 12-Sep-11
Receipts:																
200 Seed	114,000	48,000	48,000	48,000	40,000	40,000	40,000	40,000	40,000	68,000	68,000	68,000	68,000	68,000	68,000	68,000
400 Mint (net)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
500 Row Crops	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
600 Fruit (Blueberry)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
700 Nut	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
900 Wine & Grapes	16,000	16,000	16,000	16,000	31,000	16,000	12,000	12,000	12,000	12,000	12,000	12,000	12,000	12,000	12,000	12,000
Rent	-	-	3,000	-	-	-	3,000	-	-	-	3,000	-	-	-	-	-
Total Receipts	130,000	64,000	67,000	64,000	71,000	56,000	55,000	52,000	52,000	91,000	94,000	91,000	151,000	185,000	185,000	185,000
Disbursements																
Brokerage Fees	720	720	720	720	720	720	720	720	720	1,020	1,020	1,020	1,020	1,020	1,020	1,020
Rent (Land Leases)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Chemicals & Fertilizer	6,400	50,000	50,000	6,400	18,000	18,000	18,000	18,000	20,000	20,000	20,000	20,000	20,500	20,500	20,500	20,500
Fuel, Oil & Nat. Gas	1,030	1,030	1,030	1,030	1,030	1,030	1,030	1,030	1,030	1,030	1,030	1,030	1,030	1,030	1,030	1,030
Misc Production costs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Property Taxes - Current	3,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000
Utilities	-	25,000	25,000	-	-	-	-	-	-	-	-	-	-	-	-	-
Repairs & Maintenance	330	330	330	330	330	330	330	330	330	330	330	330	330	330	330	330
Misc. Maint. Supplies	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000
Shipping & Handling	1,000	2,200	7,000	1,000	1,000	-	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000
Wine Processing and Bottling	15,250	-	75,250	-	85,250	-	123,250	-	131,000	-	110,000	-	110,000	-	75,000	-
Payroll	1,678	788	8,278	-	9,378	-	13,558	-	14,410	-	12,100	-	12,100	-	8,250	-
Payroll tax ER portion	788	788	788	788	788	788	788	788	788	788	788	788	788	788	788	788
Sales & Marketing Expense	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Admin Expenses	-	2,896	-	-	-	2,896	-	-	-	2,896	-	-	-	-	2,896	-
Insurance	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Equipment Leases	-	2,730	5,000	7,000	7,200	2,730	5,000	7,000	7,200	2,730	2,730	-	7,000	7,200	2,730	-
Contingency	1,560	4,805	9,190	1,509	6,385	1,525	8,834	3,093	10,994	3,578	9,175	2,933	8,884	2,283	6,327	1,883
Total Disbursements	32,756	100,898	192,866	31,687	134,081	32,018	185,510	64,962	230,883	75,142	192,673	61,602	186,562	48,162	132,871	39,352
Cash Flow from Operations	97,244	(36,898)	(125,986)	32,313	(63,081)	23,982	(130,510)	(12,962)	(178,883)	15,858	(98,673)	29,398	(35,562)	137,838	53,129	146,448
Accumulated Cash Flow	97,244	60,346	(65,640)	(33,327)	(96,407)	(72,426)	(202,935)	(215,897)	(394,780)	(378,922)	(477,595)	(448,197)	(483,759)	(345,920)	(292,791)	(146,343)
Lowest Accum Cash Value	(483,759)															

CONFIDENTIAL
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Disclaimer: This presentation estimates performance of the Company based on historical data, estimates, and assumptions. It cannot be relied upon to reflect actual results.

EXHIBIT
PAGE

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Weekly Budget for Olsen Agriculture LLC

Week beginning	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
	30-May-11	6-Jun-11	13-Jun-11	20-Jun-11	27-Jun-11	4-Jul-11	11-Jul-11	18-Jul-11	25-Jul-11	1-Aug-11	8-Aug-11	15-Aug-11	22-Aug-11	29-Aug-11	5-Sep-11	12-Sep-11
Non Operating Items																
Receipts																
DIP Financing																
Equipment Sales																
Land Sales			700,000					2,300,000								
Total Receipts			700,000					2,300,000								
Disbursements																
Rabio Note																
6.5%																
8.0%																
DIP Line of Credit																
DIP Loan Fees																
DIP Loan Expense																
DIP Loan Interest Expense																
12%																
IRS Secured Claim																
Land Lease Cure Payments																
Utility Deposits																
Professional Fees																
Appraisals																
Hamstreet																
Greene & Marley																
Tax Accountants																
Committee Counsel																
UST Fees																
Total Disbursements																
	45,000		150,000	60,000		15,000	7,000	410,000	4,875		30,000			270,000		30,000
Total Non Operating Cash Flow	(45,000)		550,000	(60,000)		(15,000)	(7,000)	1,890,000	(4,875)		(30,000)			(270,000)		(30,000)
Accumulated Cash Flow	(45,000)	(45,000)	505,000	445,000	445,000	430,000	423,000	2,313,000	2,308,125	2,308,125	2,278,125	2,278,125	2,278,125	2,008,125	2,008,125	1,978,125
Lowest Accum Cash Value																
Beginning Cash Balance	43,442	95,686	58,788	482,802	455,115	392,035	401,016	263,507	2,140,545	1,956,787	1,972,645	1,843,972	1,873,370	1,837,808	1,705,647	1,758,776
Cash Flow - Operations	97,244	(36,898)	(125,986)	32,313	(63,081)	23,982	(130,510)	(12,862)	(178,883)	15,858	(98,673)	29,398	(35,562)	137,838	53,129	146,448
Cash Flow - Non Operating	(45,000)		550,000	(60,000)		(15,000)	(7,000)	1,890,000	(4,875)		(30,000)			(270,000)		(30,000)
Ending Cash Balance	95,686	58,788	482,802	455,115	392,035	401,016	263,507	2,140,545	1,956,787	1,972,645	1,843,972	1,873,370	1,837,808	1,705,647	1,758,776	1,875,224
Lowest Accum Cash Value																

EXHIBIT "A"
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Disclaimer: This presentation estimates performance of the Company based on historical data, estimates, and assumptions. It cannot be relied upon to reflect actual results.

Weekly Budget for Olsen Agriculture LLC

Week beginning	17	18	19	20	21	22	23	24	25	26	27	28	29	30	31	Total
Receipts:																
200 Seed	68,000	68,000	68,000	68,000	68,000	68,000	68,000	68,000	68,000	68,000	68,000	68,000	68,000	68,000	68,000	1,760,000
400 Mint (net)	-	-	-	1,000,000	-	-	-	-	-	-	-	-	-	-	-	1,460,000
500 Row Crops	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	102,000
600 Fruit (Blueberry)	6,000	2,000	2,000	2,000	1,000	1,000	1,000	-	-	-	-	-	34,000	-	34,000	77,000
700 Nut	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	40,000
900 Wine & Grapes	9,000	5,000	35,000	35,000	80,000	80,000	79,000	79,000	75,000	75,000	30,000	30,000	30,000	30,000	30,000	930,000
Rent	-	-	-	3,000	-	-	-	-	-	-	-	-	-	-	-	21,000
Total Receipts	83,000	75,000	105,000	1,108,000	149,000	149,000	148,000	150,000	143,000	143,000	98,000	50,000	87,000	104,000	104,000	4,292,000
Disbursements																
Brokerage Fees	1,020	1,020	1,020	1,020	1,020	1,020	1,020	1,020	1,020	1,020	1,020	300	300	300	300	26,040
Rent (Land Leases)	-	-	-	-	-	-	-	450,000	-	-	-	-	-	-	-	450,000
Chemicals & Fertilizer	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	200,000
Fuel, Oil & Nat. Gas	20,500	20,500	20,500	20,500	20,500	20,500	6,500	6,500	6,500	6,500	6,500	4,000	4,000	4,000	4,000	435,600
Misc Production costs	1,030	1,030	1,030	1,030	1,030	1,030	1,030	1,030	1,030	1,030	1,030	1,030	1,030	1,030	1,030	41,924
Property Taxes - Current	-	-	-	-	-	-	-	24,000	-	-	-	-	-	-	-	24,000
Utilities	3,000	3,000	3,000	3,000	3,000	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	83,000
Repairs & Maintenance	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	50,000
Misc. Maint. Supplies	330	330	330	330	330	330	330	330	330	330	330	330	330	330	330	10,230
Shipping & Handling	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	31,000
Wine Processing and Bottling	-	-	-	25,000	25,000	25,000	25,000	25,000	-	-	-	-	-	-	-	261,200
Payroll	75,000	-	70,000	-	100,000	-	100,000	-	60,000	-	60,000	-	55,000	-	55,000	1,300,000
Payroll tax ER portion	8,250	-	7,700	-	11,000	-	11,000	-	6,600	-	6,600	-	6,050	-	6,050	143,000
Sales & Marketing Expense	788	788	788	788	788	788	788	788	788	788	788	788	788	788	788	24,442
Admin Expenses	-	-	2,896	-	-	-	-	2,896	-	-	-	2,896	-	-	-	20,569
Insurance	9,910	-	-	-	-	9,910	-	-	-	-	-	-	-	-	-	69,370
Equipment Leases	7,200	7,200	2,730	-	7,000	7,200	-	2,730	-	-	7,200	2,730	-	-	-	72,000
Contingency	6,391	1,743	6,800	2,633	8,533	3,414	7,408	25,840	3,938	1,104	4,298	854	3,500	447	4,355	114,510
Total Disbursements	134,220	36,612	147,793	55,302	179,202	71,692	155,577	342,633	82,707	23,182	90,267	27,927	73,498	9,396	91,464	3,448,814
Cash Flow from Operations	(51,220)	38,388	(37,793)	1,052,698	(30,202)	77,308	(7,577)	(392,633)	60,293	119,818	7,733	32,073	13,502	94,604	12,536	843,186
Accumulated Cash Flow	(197,563)	(159,174)	(196,968)	855,730	825,529	902,837	895,260	502,626	562,920	682,738	690,471	722,543	736,045	830,650	843,186	
Lowest Accum Cash Value	(483,759)															

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Disclaimer: This presentation estimates performance of the Company based on historical data, estimates, and assumptions. It cannot be relied upon to reflect actual results.

EXHIBIT
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Weekly Budget for Olsen Agriculture LLC

Week beginning	17	18	19	20	21	22	23	24	25	26	27	28	29	30	31	Total
	19-Sep-11	26-Sep-11	3-Oct-11	10-Oct-11	17-Oct-11	24-Oct-11	31-Oct-11	7-Nov-11	14-Nov-11	21-Nov-11	28-Nov-11	5-Dec-11	12-Dec-11	19-Dec-11	26-Dec-11	
Non Operating Items																
Receipts																
DIP Financing																
Equipment Sales																
Land Sales																
Total Receipts							1,000,000									3,000,000
							1,000,000									1,000,000
																4,000,000
Disbursements																
Rabio Note							84,281				84,281				84,281	252,842
Rabio Line of Credit							94,927				94,927				94,927	284,780
DIP Loan Fees																120,000
DIP Loan Expense																60,000
DIP Loan Interest Expense																157,000
IRS Secured Claim				30,000									30,000			125,000
Land Lease Cure Payments																300,000
Utility Deposits												300,000				25,000
Professional Fees																
Appraisals																
Hamstreet																65,000
Greene & Markley																620,000
Tax Accountants																125,000
Committee Counsel																50,000
UST Fees						6,500										11,375
Total Disbursements			250,000	30,000		6,500	179,207	255,000			179,207	300,000	30,000		444,207	2,695,997
			(250,000)	(30,000)		(6,500)	820,793	(255,000)			(179,207)	(300,000)	(30,000)		(444,207)	1,304,003
Total Non Operating Cash Flow	1,978,125	1,978,125	1,728,125	1,698,125	1,698,125	1,691,625	2,512,418	2,257,418	2,257,418	2,257,418	2,078,210	1,778,210	1,748,210	1,748,210	1,748,210	1,304,003
Accumulated Cash Flow																
Lowest Accum Cash Value																
Beginning Cash Balance	1,875,224	1,824,004	1,862,393	1,574,599	2,597,297	2,567,096	2,637,904	3,451,120	2,803,486	2,863,780	2,983,597	2,812,123	2,544,196	2,527,698	2,622,302	43,442
Cash Flow - Operations	(51,220)	38,388	(37,793)	1,052,698	(30,202)	77,308	(7,577)	(392,633)	60,293	119,818	7,733	32,073	13,502	94,604	12,536	843,186
Cash Flow - Non Operating																
Ending Cash Balance	1,824,004	1,862,393	1,574,599	2,597,297	2,567,096	2,637,904	3,451,120	2,803,486	2,863,780	2,983,597	2,812,123	2,544,196	2,527,698	2,622,302	2,622,302	1,304,003
Lowest Accum Cash Value																2,190,631

EXHIBIT
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Disclaimer: This presentation estimates performance of the Company based on historical data, estimates, and assumptions. It cannot be relied upon to reflect actual results.

CERTIFICATE OF SERVICE

I hereby certify that the foregoing DEBTOR'S MOTION FOR AUTHORIZATION TO USE CASH COLLATERAL ON INTERIM AND FINAL BASIS was served by electronic notice through the bankruptcy court's ECF system on the U.S. Trustee (Eugene):

USTPRegion18.eg.ecf@usdoj.gov

and on all parties listed on the attached List of Interested Parties by the methods indicated. Unless another method of service is indicated, service was made by placing a copy thereof in a sealed, first-class, postage prepaid envelope, addressed to each party's last known address and depositing the same into the United States mail at Portland, Oregon on the date set forth below.

Dated: June 1, 2011.

/s/ David A Foraker
David A. Foraker, OSB #812280
Attorney for Debtor

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List of Interested Parties

(Olsen Agricultural Enterprises LLC)

Secured Creditors (Special List):

Rabo Agrifinance, Inc. (Via First Class Mail)
c/o CT Corporation System
Registered Agent
388 State St., Ste. 420
Salem, OR 97301-3581

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Other Parties:

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Attorneys for Oregon Vineyard Supply Co.

\\7095\O List of Interested Parties (Master Service List).wpd